



LEXIS Document Services

A member of the Reed Elsevier plc group

December 28, 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423



RECORDATION NO. 23720-B FILED

JAN 03 '02

10-01 AM

SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 15, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **BUNGE NORTH AMERICA, INC.**
11720 Borman Drive, St. Louis, MO 63146-1000

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **BUNGE NORTH AMERICA, INC.**, covering 17 tank cars with reporting marks and numbers – DBUX 250392– DBUX 250439, NOT INCLUSIVE.

Please file this memorandum **SECOND** as a **SECONDARY** document to Recordation #23720 dated 10/24/01 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey
Research/Development Coordinator

Enclosure

RECORDATION NO. 23720-6 FILED

JAN 03 '02 10-01 AM

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 15th day of November, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and BUNGE NORTH AMERICA, INC. (formerly known as Bunge Corporation), a New York corporation, with an address at 11720 Borman Drive, St. Louis, MO 63146-1000 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 26, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on October 24, 2001 and given Recordation Number 23720.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: *Richard L. [Signature]*
Name: RECORDATION
Title: VICE PRESIDENT/LEASING

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BUNGE NORTH AMERICA, INC.
(formerly known as Bunge Corporation)

By: *Darrell R. Wallase*
Name: Darrell R. Wallase
Title: Vice President Transp

SCHEDULE A

Quantity
17

Equipment Description
25,000 - 27,000 gallon capacity
tank cars, exterior coiled, insulated.
Cars equipped with food grade gaskets
and "O" rings. (286,000 gross rail load
limited stenciled)

Car Marks and Numbers

1	DBUX	250392
2	DBUX	250400
3	DBUX	250401
4	DBUX	250402
5	DBUX	250403
6	DBUX	250405
7	DBUX	250406
8	DBUX	250408
9	DBUX	250414
10	DBUX	250415
11	DBUX	250417
12	DBUX	250421
13	DBUX	250424
14	DBUX	250427
15	DBUX	250430
16	DBUX	250434
17	DBUX	250439